

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

Robert Francis Xavier Sillerman,
Robert F. X. Sillerman,
Robert F. Sillerman,
Robert X. Sillerman,

Case No. 17-13633 (MKV)

Debtor.

-----X

**ORDER (A) DIRECTING PRODUCTION OF DOCUMENTS BY,
AND APPEARANCE FOR EXAMINATION OF, THE DEBTOR,
AND (B) AUTHORIZING THE ISSUANCE OF SUBPOENAS FOR
THE PRODUCTION OF DOCUMENTS AND EXAMINATION OF
WITNESSES TO NON-DEBTOR THIRD PARTIES**

Upon the motion (the “**Motion**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) in the above-referenced case, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure: (a) directing production of documents identified on Schedule 1 hereto (the “**2004 Documents**”) by, and appearance for examination of, Robert Francis Xavier Sillerman, the above captioned debtor and debtor in possession (the “**Debtor**”), and (b) authorizing the issuance of subpoenas to the persons and entities identified on Schedule 2 hereto (the “**2004 Parties**”) [ECF No. 237]; and good and sufficient notice of the Motion having been given [ECF No. 239]; and no other or further notice of the Motion being required; and no objections to the Motion having been filed on the docket of this case; and good and sufficient cause appearing therefore, it is

ORDERED that the Debtor is directed to produce the 2004 Documents so as to be received by counsel to the Committee, Meyer, Suozzi, English & Klein, P.C., 990 Stewart Avenue, Suite 300, Garden City, New York 11530, Attn.: Jil Mazer-Marino, Esq., not later than twenty-one (21) days from the Committee’s service of this Order upon counsel to the Debtor by email; and it is further

ORDERED that the Debtor shall appear for oral examination at the offices of Meyer, Suozzi, English & Klein, P.C., counsel for the Committee, upon ten day's written notice delivered by email to Debtor's counsel of record in this case; and it is further

ORDERED that the Committee may effect service of this Order upon counsel to the Debtor via email and that such service shall constitute good and sufficient service and notice of this Order and no other or further notice shall be required; and it is further

ORDERED that this order is without prejudice to the rights of the Committee to seek further discovery of the Debtor or of any other person or entity; and it is further

ORDERED that the Committee is authorized to issue such subpoenas as may be necessary to compel the production of documents from and the testimony of, each of the 2004 Parties in connection with the administration of this chapter 11 case, including seeking documents and testimony related to the Debtor, his assets, including the bankruptcy estate's potential claims and causes of action, direct and indirect investments, and liabilities; and it is further

ORDERED that this Court shall retain jurisdiction to resolve any issues with respect to this Order including, without limitation, the requested production of documents and scheduling of the oral examination.

Dated: New York, New York
March 20, 2019

s/ Mary Kay Vyskocil
Honorable Mary Kay Vyskocil
United States Bankruptcy Judge

SCHEDULE 1

DOCUMENTS TO BE PRODUCED BY THE DEBTOR

1. All statements for all bank, securities and other financial accounts in which the Debtor has or had an interest, including for the last 3 years, whether such accounts are open or closed, including but not limited to:
 - a. Chase Bank account numbers ending 3798, 3799 and 6889
 - b. Signature Bank account numbers ending 6435
 - c. Deutsche Bank account numbers ending 4380, 3050
 - d. Merrill Lynch account numbers unknown
2. All information concerning all digital or e-wallets, including all identification numbers, passwords and personal identification numbers
3. All investment summary reports from brokers or investment managers - by month for past 2 years received for the 3 years prior to involuntary bankruptcy filing to the present
4. All Federal, state and local income tax returns for all jurisdictions for past 3 years including all forms and schedules. To the extent the Debtor has not filed tax returns for the last 3 years, the Debtor should provide the last 3 filed returns
5. All documents concerning all claimed and unclaimed tax refunds anticipated by the Debtor
6. Copies of all personal financial statements prepared by or for the Debtor over the past 3 years
7. Provide the following documents and information for all investments included in the "Attachment to Schedule D" of the Debtor's Schedules of Assets and Liabilities
 - a. Description of business
 - b. Partnership/LLC operating agreements
 - c. Organization documents-filings with Secretary of State; list where and when organized
 - d. Statements for all bank or other financial accounts for past 3 years
 - e. Tax returns for past 3 years

- f. Financial statements for past 3 years
- g. Valuation reports or indications of value on the entity's assets over the past 3 years
- h. Issuances or drafts of public filings or registration statements
- i. Confidential Information Memorandums provided to the Company in the past 3 years
- j. Bank Statements for past 2 years
- k. General ledgers
- l. Accounting software used by such entity
- m. If inactive, last date of operations
- n. Number of employees at entity currently/ highest number of employees on historical basis
- o. Managers of entity
- p. Detailed listing of assets
- q. All analyses prepared by third party advisors
- r. All management (or third party advisor) presentations made to the board of directors or management in the last 3 years
- s. All documentation (i.e., letters of intent /offers/correspondence) received from buyers or investors related to purchasing the entire business or specific assets of the business
- t. All information memorandum(s), valuations(s) or other descriptive memoranda/presentations prepared in connection with a sale or financing transaction over the past 3 years
- u. Presentations made to existing or potential investors over the last two years (or any other recent presentations)
- v. Most recent business plan; including income statement and cash flow projections
- w. Detailed asset listing by type, including but limited to current assets, PPE, intangible assets, and other assets

8. All documents regarding the pending public registrations referred to in the "Attachment to Schedule 19" of the Schedule of Assets and Liabilities for DGTIX, LLC, Subscription Media Investors and Cryptocurrency Investors

9. All documents concerning the Debtor's transfers to or investments in LBSX, LLC or its subsidiaries, including documents concerning the source and uses of funds, timing of payment, proof of payment.

10. All documents concerning the Debtor's transfers to or investments in Digital Media Investors, LLC or its subsidiaries, including documents concerning the source and uses of funds, timing of payment, proof of payment.

11. All documents concerning any transfers made in the last three years, by, or on behalf of, the Debtor to limited liability companies or other entities in which the Debtor has a direct or indirect interest, including, documents concerning whether such transfer was a loan or capital contribution

12. Provide following information for list of investments included in "Attachment to Schedule 19" of the Debtor's Schedule of Assets and Liabilities

- a. Description of Fund/Investment
- b. Investment Agreements
- c. List of fund managers and contact details
- d. All investment reports, statements, tax reports, written communications from the period that is three years prior to the filing of the involuntary bankruptcy petition to the present
- e. Schedule of investments made and distributions received from the period that is three years prior to the filing of the involuntary bankruptcy petition to the present

13. Copies of all life insurance policies and most recent annual policy statements for each policy for which the Debtor is an owner, insured or beneficiary

14. All documents concerning all notes receivable for parties listed on "Attachment to Schedule A/B No. 30" to the Debtor's Schedule of Assets and Liabilities

15. All documents concerning \$1.2 million of deferred income from Fintech Co. - \$1.2 million

16. All trust agreements, bank statements, financial statements and tax returns concerning all trusts in which Debtor is a beneficiary, grantor, settlor, trustee, or affiliate

17. Copies of indemnity agreements from parties listed in #34 to Schedule A/B of Debtor's Schedules of Assets and Liabilities:

- a. FunctionX, Inc. - Rant, Inc.
- b. FunctionX, Inc. to Series G Investors of FunctionX, Inc.
- c. FunctionX, Inc. to Illiad Research & Trading, L.P.
- d. FunctionX, Inc. to American Express
- e. LBSX, LLC - C. Barton Gullong's pursuant to put option
- f. LBSX, LLC - purchase Ryan Seacrest Revocable Trust
- g. LBXS, LLC - purchase John Howard's interests
- h. Brett Torino and Paul C. Kavanos indemnities \$35mm guarantee
- i. D&O policy
- j. IDL Mezz, LLC and right of subrogation - loan agreement with Idrive Mezz Lender (FL) LLC

18. All documents concerning the Debtor's golf club memberships, including: The Bridge Membership; Liberty National; Sebonack Golf Membership; and Trump National Golf Club, Bedminster, NJ

19. Copy of "Fernandez" promissory note referred to in MOR

20. Copies of statements for all bank, securities and investment accounts

21. Inventory of all documents and items in storage facility

22. Schedule of all liens and encumbrances on each parcel of real property in which the Debtor has a direct or indirect interest

23. Documents concerning the 2017 charitable donation of an 18.5% interest in LBSX, LLC to Tomorrow Foundation

SCHEDULE 2

2004 PARTIES

Marcum, LLP

Laura Sillerman

Bethany Gilmore

John Coughlan

Mitch Nelson

Allison Muldoon

Anna Maria Vistica

Ewa Bindek

Edward W. Murphy, III, CPA

Deutsche Bank

Merrill Lynch

Chase Bank

Fidelity

Signature Bank

Abbey Normal, LLC

Aircraft Acquisition Corp.

DigiDollars, LLC

Digital Media Investors, LLC

Elderberry X, LLC

18+ Flag Anguilla LLC

Flag Anguilla Management LLC

Flag HM, LLC

Flag Leisure Group LLC

Flag Luxury Properties LLC

FLPH Nominee LLC

FS, LLC

FXM Investment Corp.

LB Sillerman Company LLC

LBSX, LLC

MJX CDO, LLC

MJX Equity Fund Investments, LLC

MJX Flag Associates, LLC

MJX Golf, LLC

MJX Investors, LLC

MJX, LLC

MJX Managing Member, LLC

MJX Private Equities Investors, LLC

MJX Real Estate Ventures, LLC

MJX Theatrical, LLC

MJX Ventures, LLC

MJX Wheel Company, LLC

Pelican Lease Owner LLC

RFX Acquisition, LLC

RFXS, LLC

Sillerman 2006 GP Trust

Sillerman Commercial Holding Partnership LP

Sillerman Investment Co. II, LLC

Sillerman Investment Co. III, LLC

Sillerman Investment Co. IV, LLC

Sillerman Investment Co. V, LLC

Sillerman Investment Co. VI, LLC

Sillerman Investment Co., LLC

Sillerman Investment Corporation

Sillerman Residential Properties, LP

Sillerman Sports Holdings, LLC

Sillerman/SFXE Manager, LLC

SYNCX LLC

Temenos Partners LLC

Temenos Villas, LLC

The Checkie, LLC

XJM Orlando, LLC

Castle Placement, LLC